

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

IN RE:

SUREFIL, LLC, et. al,

Case No.: 09-06914

(Chapter 11)

Jointly Administered

Debtors.

Hon. Jeffrey R. Hughes

**STIPULATION BETWEEN OLEANDER INTANGIBLES LLC AND OLEANDER
BRANDS INTERNATIONAL LLC, DEBTOR AND ABACO PARTNERS, LLC TO
PROTECTIVE OBJECTION TO DEBTORS' NOTICE OF INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES AND
CURE COSTS RELATED THERETO**

Oleander Brands, LLC and Oleander Brands International, LLC (collectively, "Oleander"), Surefil, LLC (the "Debtor") and Abaco Partners, LLC ("Abaco"), through their counsel, resolve Oleander's Protective Objection to Debtors' Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and Cure Costs Related Thereto (the "Assumption Notice"), and stipulate and agree as follows:

1. An Order shall enter in accordance with the Assumption Notice providing that the Agreement dated October 29, 2008 by and between, among others, the Debtor, Grand Brands, LLC and Oleander (the "Agreement") is hereby assumed by the Debtor and assigned to Abaco pursuant to the terms set forth in the Assumption Notice.

2. The parties expressly agree that both the assumption and assignment of the Agreement by the Debtor to Abaco and the terms of such assumption and assignment are each without prejudice to, or a waiver of, any defenses of Oleander or their principal, including, but not limited to, rights of setoff or recoupment, of Oleander or its principal under or related to the Agreement.

Stipulated and agreed to by:

Miller Johnson
Attorneys for Oleander Intangibles LLC and
Oleander Brands International LLC

Dated: November 3, 2010

By /s/ Robert D. Wolford
Robert D. Wolford (P-62595)
Business Address:
250 Monroe Avenue, N.W., Suite 800
PO Box 306
Grand Rapids, Michigan 49501-0306
Telephone: (616) 831-1700

Nantz, Litowich, Smith, Girard & Hamilton, PC
Attorneys for Debtor

Dated: November 3, 2010

By /s/ Harold E. Nelson
Harold E. Nelson (P27974)
hal@nlsg.com
Business Address:
20205 E. Beltline Avenue, NW, Suite 600
Grand Rapids, Michigan 49546
Telephone: (616) 954-2985

Mika, Meyers, Beckett & Jones, PLC
Attorneys for Abaco Partners, LLC

Dated: November 3, 2010

By /s/ Mark A. Kehoe
Mark A. Kehoe (P28629)
mkehoe@mmbjlaw.com
Business Address:
900 Monroe, Avenue, NW
Grand Rapids, Michigan 49503
Telephone: (616) 632-8000